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November 5, 1999

VIA FEDERAL EXPRESS

RECORDATION NO.

FILED

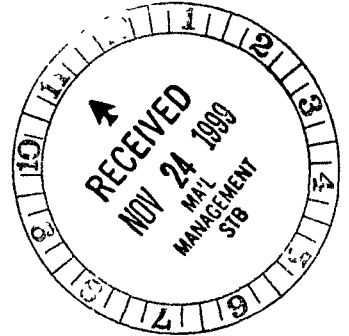
20147-A

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

NOV 29 '99

3-00PM

Attention: Mr. Vernon A. Williams, Secretary



Re: **Southern Illinois Railcar Company and Blue Circle, Inc.**

Dear Mr. Williams:

Enclosed for recordation as secondary document pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of the following document:

First Amendment to Bill of Sale, dated October 11, 1999. The Bill of Sale was filed with STB on June 24, 1996 as recordation number 20147.

The name and address of the parties are:

Buyer: Allfirst Bank (f/k/a The First National Bank of Maryland)
25 South Charles Street
Baltimore, Maryland 21201

Seller: Southern Illinois Railcar Company
Executive Park Two
505 Buckeye Drive
Troy, Illinois 62294

Descriptions of the railroad equipment covered by the enclosed document are:

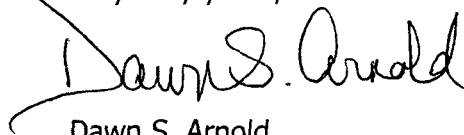
Twenty (20) covered hopper railcars bearing SIRX reporting marks and road numbers set forth on Exhibit A attached to all three Amendments.

Also enclosed is a check in the amount of \$26.00, payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return a stamped copy of the enclosed document to the undersigned.

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3406.

Very truly yours,

A handwritten signature in black ink, appearing to read "Dawn S. Arnold". The signature is fluid and cursive, with a long horizontal stroke extending to the left.

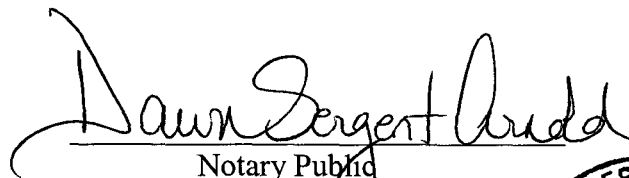
Dawn S. Arnold
Legal Assistant

Enclosure

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

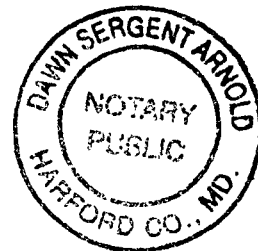
THIS IS TO CERTIFY that the attached First Amendment to Bill of Sale is a true and complete copy of said First Amendment of Bill of Sale.

WITNESS my hand and seal this 5th day of November, 1999.


Notary Public

My Commission Expires

My Commission Expires 05/26/2002



RECORDATION NO 20147-A FILED
NOV 29 '99 3-00PM

FIRST AMENDMENT TO BILL OF SALE

RECORDATION NO.

FILED

NOV 29 '99

3-00PM

KNOW ALL MEN BY THESE PRESENTS Southern Illinois Railcar Company, an Illinois corporation, in consideration of the sum of Ten Dollars (\$10.00) to the undersigned to be paid by ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND) pursuant to the terms of the Purchase and sale Agreement dated May 29, 1996 between Southern Illinois Railcar Company and Allfirst Bank, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto Allfirst Bank the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto Allfirst Bank, its successors and assigns forever.

This Corrective Bill of Sale corrects a scrivener's error in the description of certain railcars more particularly described on Schedule A of that certain Bill of Sale dated May 31, 1996 between Allfirst Bank as grantee and Southern Illinois Railcar Company as grantor and recorded on June 24, 1996 as Recordation No. 20147 in the records of the Surface Transportation Board (formerly known as the Interstate Commerce Commission).

And the undersigned does for itself and its successors and assigns covenant and agree with Allfirst Bank to warrant and defend title to the railcars hereby sold unto Allfirst Bank, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to Allfirst Bank that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of Blue Circle, Inc. pursuant to the Railcar Lease Agreement dated as of May 28, 1996 between the undersigned and Blue Circle, Inc., as amended.

THE RAILCARS SHALL BE SOLD TO ALLFIRST BANK BY SOUTHERN ILLINOIS RAILCAR COMPANY ON AN AS-IS, WHERE-IS BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SOUTHERN ILLINOIS RAILCAR COMPANY BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Corrective Bill of Sale to be executed under seal as of this 11th day of October, 1999.

ATTEST.

SOUTHERN ILLINOIS RAILCAR COMPANY



By: Kurt E. Johnson

Title: Exec Vice President

STATE OF ILLINOIS, COUNTY OF MADISON, TO WIT.

I HEREBY CERTIFY, that on this 11th day of October, 1999, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Kurt E. Johnson, who acknowledged himself to be the Exec Vice President of Southern Illinois Railcar Company, an Illinois corporation, known to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized officer of said corporation by signing the name of the corporation by himself as Exec. Vice President.

~~WITNESS my hand and Notarial Seal.~~



Janice A. Tweedy
Notary Public

My Commission Expires: February 23, 2000

SCHEDULE A

Description of Railcars

Twenty (20) covered hopper railcars bearing reporting marks and numbers:

SIRX 290025
SIRX 290033
SIRX 290044
SIRX 290052
SIRX 290057
SIRX 290059
SIRX 290061
SIRX 290063
SIRX 290066
SIRX 290067
SIRX 290071
SIRX 290075
SIRX 290079
SIRX 290020
SIRX 290022
SIRX 290024
SIRX 290030
SIRX 290045
SIRX 290062
SIRX 290080